

NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

February 19, 1998

RECORDATION NO. 21235 FILED

FEB 25 '98 11-23 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-557-0215

Lessee: The Greenbrier Companies, Inc.
One Centerpoint Drive, Suite 200
Lake Oswego, OR 97035
Phone: 503-684-7000

The Memorandum of Railcar Lease Agreement covers 200 Centerbeam railcars. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB

FEB 25 '98

11-23 AM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of February 18, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and The Greenbrier Companies, Inc., a DELAWARE Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Rail Car Lease Agreement No. 1743 dated February 18, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two hundred (200) 110 Ton, 73' Centerbeam Railcars bearing the reporting marks CRLE020515 through CRLE020714 inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

NORRAIL, INC.

By: Russell S. AdamsIts: Vice PresidentBy: Bruf. HuntIts: Vice President General Counsel

LESSEE:

THE GREENBRIER COMPANIES, INC.

By: Norris M. WebbIts: Executive Vice President

By: _____

Its: _____

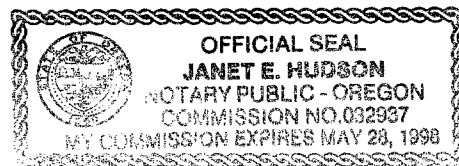
STATE OF Oregon, COUNTY OF Clackamas TO WIT:

On this 17th day of February, 1998 before me personally appeared, Harriss M. Webb and _____, to me personally known, who being by me duly sworn, says that ~~they are~~ ^{he is} the Executive Vice President and _____, respectively of The Greenbrier Companies, Inc., a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Janet E. Hudson
Notary Public

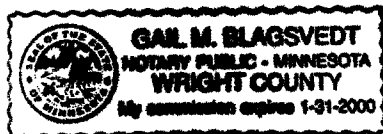
My commission expires: 5/28/98



STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 18th day of February, 1998 before me personally appeared, Russell S. Adams and Bradley C. Hunstad, to me personally known, who being by me duly sworn, says that they are the Vice President and V.P. & Gen. Counsel, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000